

RECORDATION NO. 24383-B FILED

APR 03 '03

1-59 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

April 3, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Sublease Assignment Agreement, dated as of April 1, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Equipment Lease which was previously filed with the Board under Recordation Number 24383.

The names and addresses of the parties to the enclosed document are:

Assignor: JAIX Leasing Company
20 North Wacker Drive
Suite 2200
Chicago, IL 60606

Assignee: C.I.T. Leasing Corporation
1211 Avenue of the Americas
New York, NY 10036

A description of the railroad equipment covered by the enclosed document is:

125 Bethgon II gondola cars: CEFX 45104, 45111 – 45134, 45137, 45139 – 45141, 45143 – 45153 and 45155 – 45239.

Mr. Vernon A. Williams
April 3, 2003
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Sublease Assignment Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF SUBLEASE ASSIGNMENT AGREEMENT

This MEMORANDUM OF SUBLEASE ASSIGNMENT AGREEMENT, dated as of April 1, 2003, is made by JAIX LEASING COMPANY, a corporation organized under the laws of the State of Delaware ("Assignor"), and C.I.T. LEASING CORPORATION, a corporation organized under the laws of the State of Delaware ("Assignee"), and relates to that certain Full Service Railcar Equipment Lease dated as of April 1, 2003 (the "Sublease") between NRG Power Marketing Inc. (the "Sublessee") and the Assignor, as lessor in respect of the Equipment (as defined below).

WHEREAS, Assignor, as lessor, and Sublessee have entered into the Sublease, including Rider 1 to Full Service Railcar Equipment Lease dated as of April 1, 2003, under which Assignor has leased to Sublessee the following railroad equipment (the "Equipment"):

<u>Number of Cars</u>	<u>Type</u>	<u>Identifying Marks</u>
125	Aluminum BethGonII Gondolas	CEFX 45104, 45111 through 45134, inclusive, 45137, 45139 through 45141, inclusive, 45143 through 45153, inclusive and 45155 through 45239, inclusive

RECORDATION NO: 24383-B FILED
APR 03 '03 1-59 PM
SURFACE TRANSPORTATION BOARD

and

WHEREAS, pursuant to that certain Sublease Assignment Agreement dated as of the date hereof (the "Assignment") between Assignor and Assignee, Assignor has assigned to Assignee for security all of its right, title and interest in and to the Sublease; and

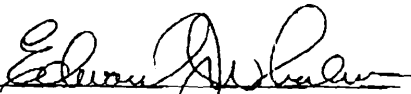
WHEREAS, the parties desire to provide notice of the assignment of the Sublease, pursuant to the Assignment, by Assignor to Assignee; and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the parties hereto, by this instrument Assignor hereby assigns and confirms the assignment of the Sublease to Assignee in accordance with the terms and conditions of the Assignment, and Assignee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Sublease Assignment Agreement to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct and was executed as of the date herein first set forth above.

JAIX LEASING COMPANY, Assignor

By: 
Name: EDWARD D. CERNY
Title: VICE PRESIDENT

C.I.T. LEASING CORPORATION, as Assignee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Sublease Assignment Agreement to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct and was executed as of the date herein first set forth above.

JAIX LEASING COMPANY, Assignor

By: _____
Name:
Title:

C.I.T. LEASING CORPORATION, as Assignee

By: *M. Roy Grosse*
Name: *M. Roy GROSSE*
Title: *Vice President*

STATE OF ILLINOIS

)

) ss:

COUNTY OF COOK

)

On this, the 31 day of March, 2003, before me, a Notary Public in and for said County and State, personally appeared Edward J. Whalen, the Vice President of JAIX LEASING COMPANY, who acknowledged himself/herself to be a duly authorized officer of JAIX LEASING COMPANY, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____

Notary Public

My Commission Expires: _____



STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this, the 31 day of March, 2003, before me, a Notary Public in and for said County and State, personally appeared Ray Kassar, the VP of C.I.T. LEASING CORPORATION, who acknowledged himself/herself to be a duly authorized officer of C.I.T. LEASING CORPORATION, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Barbara Garner
Notary Public
BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006
My Commission Expires: _____

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/3/03



Robert W. Alvord